

R. Byrn Bass, Jr.
SBN: 01889500
4716 4th Street, Suite 100
Lubbock, Texas 79416
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
LUBBOCK DIVISION**

IN RE:

CAPROCK WINE COMPANY, L.L.C.

DEBTOR

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CASE NO. 09-50576-rlj11
Hearing Date: March 24, 2010
Hearing Time: 1:30 p.m.

MOTION TO DISMISS CASE

TO THE HONORABLE ROBERT L. JONES, BANKRUPTCY JUDGE:

CAPROCK WINE COMPANY, L.L.C. ("Caprock"), acting by and through its sole member, Palo Duro Wine Partners, L.P. ("Palo Duro") which is owned by Oxbridge Capital Group, L.L.C. ("Oxbridge") and Phillip Anderson ("Anderson"), sometimes collectively referred to herein as "Movants", and pursuant to 11 U.S.C. §1112(b)(1) file this Motion to Dismiss Case and would show the Court as follows:

I.
CASE BACKGROUND

1. This case was commenced when Caprock filed a Voluntary Petition for Relief under Chapter 11 of Title 11 of the United States Code on December 23, 2009.
2. No creditor's committee has been appointed in this case.
3. However, On February 2, 2010, the Office of the United States Trustee filed a Motion for the Appointment of Chapter 11 Trustee. On an expedited basis, the Court considered the Motion on February 4, 2010, granted the Motion, and issued its Order Authorizing the Appointment of a Chapter 11 Trustee. The same day, the Court issued its Order Approving Appointment of Trustee. Max Tarbox was then appointed and is now serving as Trustee in this case.

II.
OWNERSHIP AND CONTROL OF CAPROCK

4. Prior to the filing of this case, Caprock was owned and controlled through its sole member, Palo Duro

Wine Partners, L.P., a Texas Limited Partnership (again “Palo Duro”), owned by:

- a. Oxbridge - 49% Limited Partner
- b. Don Roark - 48.5% Limited Partner
- c. Lubbock DLR, Inc. - 2.5% General Partner

The day to day affairs of managing and running Caprock’s business was left up to Mr. Roark. All contributions of capital to Caprock were made by Oxbridge or through money loaned Caprock by Plains Capital Bank (“the Bank”). Mr. Roark never injected any capital into the business.

5. This case was commenced by Mr. Roark acting on behalf of Lubbock DLR, Inc. (“DLR”). The case was commenced without the prior approval of or even consultation with Oxbridge.

6. Thereafter, on January 27, 2010, and pursuant to prior agreements entered into by Roark, DLR, and Oxbridge, Oxbridge purchased Roark’s 48.5% interest in Palo Duro, removed DLR as Palo Duro’s general partner, and then sold and assigned those interests to Anderson. The ownership interest of Palo Duro now is:

- a. Oxbridge - 49% Limited Partner
- b. Phillip Anderson - 48.5% Limited Partner
- c. Phillip Anderson - 2.5% General Partner

6a. Contemporaneously, Anderson, on behalf of Movants, served written notice on Caprock’s attorney of record, Harold Pigg, that he was to take no further instructions from Mr. Roark and take only instructions from the limited partners and general partner of Palo Duro as regards the affairs of Caprock. That notice notwithstanding, Mr. Pigg has continued to act in this case, and act as if he was representing Roark and DLR as well as Caprock.

7. The ownership structure of Caprock down through Palo Duro and its owners before and after the removal of Roark and DLR, is set forth on the chart attached as Exhibit A hereto.

8. Caprock is now owned and controlled by Palo Duro, which is owned and controlled by Oxbridge and Anderson.

8a. On February 1, 2020, Caprock filed Adversary No. 10-05004 in this case, requesting that the Court, among other things, restrain Oxbridge and Anderson from pursuing any change or reorganization of control of Caprock. On February 8, 2010, the Court issued its Order denying that request.

III.
DISMISSAL OF THE CASE

9. Movants would show that Caprock doesn't need to continue and operate in Chapter 11.
10. On information and belief, Movants would show that Caprock doesn't need the protection afforded by Chapter 11.
11. This case should be dismissed.
12. A number of the creditors in this case have been contacted, of those contacted, none have opposed the dismissal of this case. A list of the creditors contacted and their responses on the dismissal of the case are as follows:

<u>Creditor</u>	<u>Opposed</u>	<u>Unopposed</u>	<u>Amount of Claim</u>
A&S Transport	X		\$ 859.99
Amorim Corks/now Sierra Consumer Acceptance	X		\$15,058.00
Bailey Boiler Works	X		\$ 1927.00
B&D Customhouse Brokers	X		\$13,749.23
Bevco	X		
EST Labs	X		\$ 3,798.72
Flagship Products	X		\$ 882.50
ITEX	X		\$ 5,608.04
LabelOne Connect	X		\$ 2,375.00
Lubbock Electric	X		\$ 1,574.91
Mankas Hills Vineyard	X		\$13,224.20
McCleskey, Harriger, Brazil & Graf, LLP	X		\$10,588.53
Michael Dusi Trucking	X		\$ 5,490.00
Oller Engineering	X		\$ 3,374.13
Popp, Gray & Hutcheson, LLP	Left Message		\$ 5,653.76
Robert Hudnall Graphics	X		\$ 2,257.00
Schneider Vineyards	X		\$25,200.00
TraceAnalysis, Inc.	X		\$ 1,556.00
Worldwide Express	X		\$ 9,851.39
WS Packing	X		\$20,796.00

13. Movants would show, upon information and belief, that Caprock can and will be able to reach satisfactory arrangements and agreements with its creditors for the payment and satisfaction of their claims.

14. To continue in Chapter 11 would simply serve to surcharge Caprock's operations with Trustee's fees and commissions, attorney's fees for the Trustee, and no doubt other costs.

15. Dismissal of the case is in the best interests of creditors and the estate. There are no unusual circumstances existing that establish that the requested dismissal is not in the best interest of creditors, given their apparent overwhelming approval of same.

WHEREFORE, after notice and hearing, Movants pray that this case be dismissed.

DATED this 22nd day of February, 2010.

NOTICE

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT AT 1205 TEXAS AVE., THIRD FLOOR, LUBBOCK, TEXAS 79401 BEFORE THE CLOSE OF BUSINESS ON THE 15TH DAY OF MARCH, 2010, WHICH IS AT LEAST TWENTY (20) DAYS FROM THE DATE OF SERVICE HEREOF. ANY RESPONSE MUST BE IN WRITING AND FILED WITH THE CLERK, AND A COPY MUST BE SERVED UPON COUNSEL FOR THE DEBTOR PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED, A HEARING WILL BE HELD AT THE DATE AND TIME SET FORTH ON THE FIRST PAGE OF THIS MOTION. IF THE RELIEF REQUESTED IN THIS MOTION IS NOT OBJECTED TO, THEN SAME SHALL BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT.

**CAPROCK WINE COMPANY, LLC
PALO DURO WINE PARTNERS
OXBRIDGE CAPITAL GROUP, LLC, and
PHILLIP ANDERSON,
Movants**

BY: /s/ R. Byrn Bass, Jr.

R. BYRN BASS, JR.

Attorney at Law

SBN: 01889500

Compass Bank Building

4716 4th Street, Suite 100

Lubbock, Texas 79416

Phone: (806) 785-1250

Facsimile: (806) 771-1260

CERTIFICATE OF CONFERENCE

I certify that on information and belief, the creditors listed in Paragraph 12 of this Motion were contacted, and they don't oppose the Motion. I do further certify that I have conferred with Michael Cooley of Gardere Wynne Sewell LLP in Dallas, Texas, he represents secured creditor Plains Capital Bank. The Bank does not oppose this Motion.

/s/ R. Byrn Bass, Jr.

R. BYRN BASS, JR.

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing Motion was this day filed electronically with those receiving electronic notice therefore receiving a copy of same. A copy was also mailed to the creditors and parties in interest on the mailing matrix attached hereto.

/s/ R. Byrn Bass, Jr.
R. BYRN BASS, JR.

CAPROCK FLOW CHART

CAPROCK REAL ESTATE HOLDINGS, LLC

(Sole Member)

CAPROCK WINE COMPANY, LLC

(Sole Member)

PALO DURO WINE PARTNERS, LP

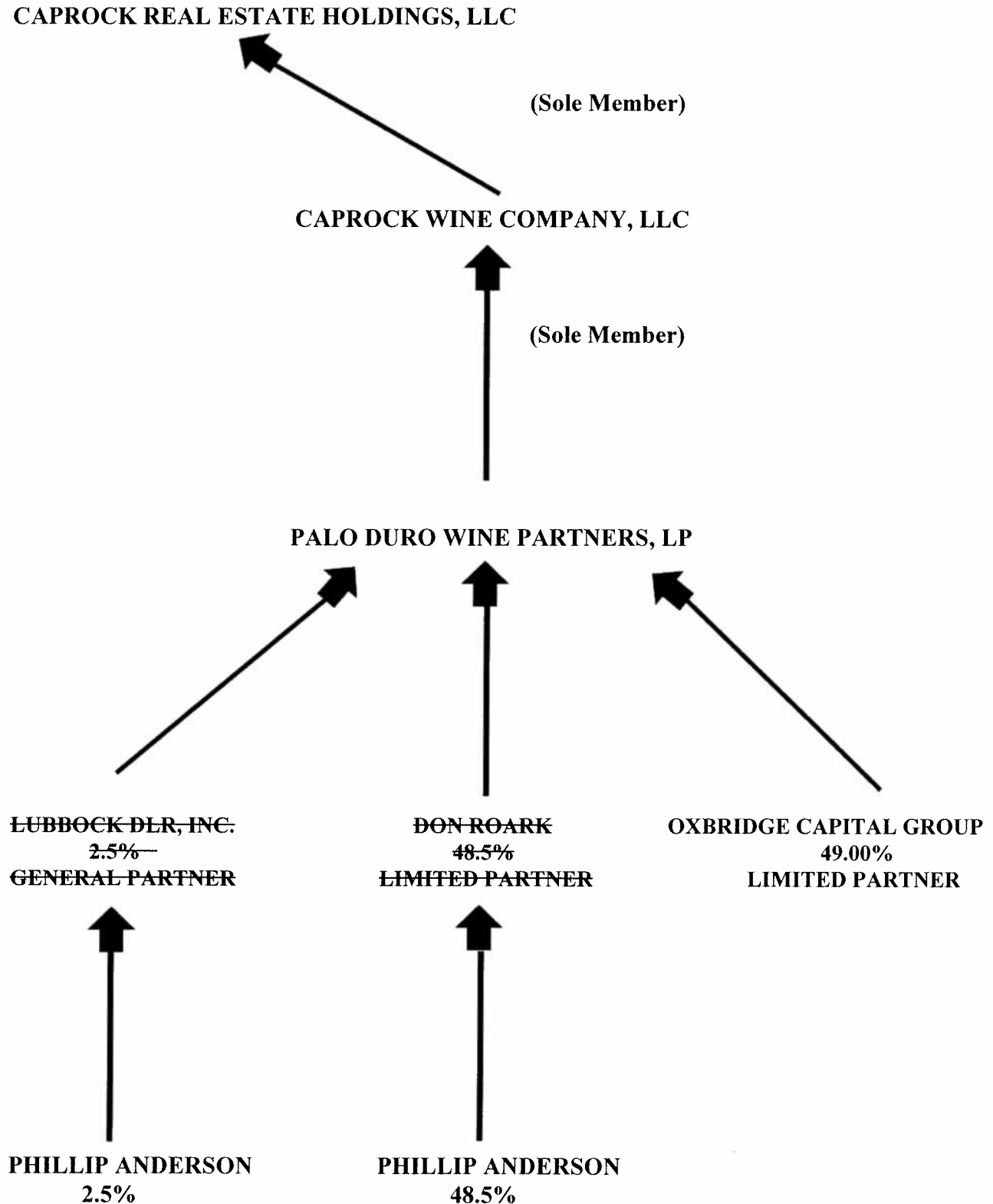
~~LUBBOCK DLR, INC.~~
~~2.5%—~~
~~GENERAL PARTNER~~

PHILLIP ANDERSON
2.5%

~~DON ROARK~~
~~48.5%~~
~~LIMITED PARTNER~~

PHILLIP ANDERSON
48.5%

OXBRIDGE CAPITAL GROUP
49.00%
LIMITED PARTNER



Label Matrix for local noticing
0539-5
Case 09-50576-rlj11
Northern District of Texas
Lubbock
Thu Feb 18 11:27:26 CST 2010

PlainsCapital Bank
2911 Turtle Creek Boulevard
Suite 1300
Dallas, TX 75219-6257

A & S Transportation
P.O. Box 1618
Lubbock, TX 79408-1618

ADT Security Services, Inc.
P.O. Box 371956
Pittsburgh, PA 15250-7956

Amorim Cork America
2557 Napa Valley Corporate Dr.
Napa, CA 94558-6295

B & D Customhouse Brokers, Inc.
340 N. Sam Houston Parkway East, Suite 2
Houston, TX 77060-3305

Barnett & Garcia, PLLC
211 RR 620 South, Suite 110
Austin, TX 78734-3966

Brady Worldwide, Inc.
P.O. Box 95794
Chicago, IL 60694-5794

Cantine Marchesi Fumanelli Valpolicella LOC
Italy

College Flowers
2002 Broadway
Lubbock, TX 79401-3020

Caprock Wine Company, L.L.C.
408 East Woodrow Road
Lubbock, TX 79423-7809

306 Federal Building
1205 Texas Avenue
Lubbock, TX 79401-4037

A Lasers Touch
5135 C 69th
Lubbock, TX 79424-1643

ATMOS ENERGY CORPORATION
PO BOX 650205
DALLAS TX 75265-0205

Assurant Health
501 W. Michigan Street
P.O. Box 624
Milwaukee, WI 53201-0624

Bailey Boiler Works, Inc.
1103 FM 1585
Lubbock, TX 79423-7431

BevCo International, LLC
11339 Todd Street
Houston, TX 77055-1300

C.H. Robinson Company
5012 50th Street, Suite 202
Lubbock, TX 79414-3434

Clean 2 U
P.O. Box 53592
Lubbock, TX 79453-3592

Comptroller of Public Accounts
Revenue Accounting Division Bankruptcy
Austin, TX 78711

McCleskey, Harriger, Brazill & Graf
P.O. Box 6170
Lubbock, TX 79493-6170

3W Property Tax Services
P.O. Box 53126
Lubbock, TX 79453-3126

A&S Transportatin
P.O. Box 1618
Lubbock, TX 79408-1618

Airgas-Southwest
4312 IH 35 S
New Braunfels, TX 78132-4940

Atmos Energy
P.O. Box 619785
Dallas, TX 75261-9785

Baltimore Glassware Decorators, Inc.
6240 Frankford Ave.
Baltimore, MD 21206-4902

(c)BOBBY COX
12625 N COUNTY ROAD 2700
LUBBOCK TX 79403-6959

CT Corporation System
350 North St. Paul St. Team 2
Dallas, TX 75201-4240

Cliff Bingham, President
Texas Wine and Grape Growers Association
1448 CR 250
Meadow, Texas 79345-5907

Computer Solutions
PMB No. 307
Lubbock, TX 79424

Daniele L. Maraviglia
Passalacqua, Mazzoni, Gladden, Lopez & M
P.O. Box 455
Healdsburg, CA 95448-0455

Don L. Roark
3006 - 79th
Lubbock, TX 79423-1822

Emery Dirt & Septic
502 N CR 2930
Lubbock, TX 79403-8154

Fedex
P.O. Box 660481
Dallas, TX 75266-0481

Flagship Products LLC
4502 Tortuga Cove
Austin, TX 78731-4541

GAP Broadcasting Lubbock, LLC
P.O. Box 202228
Dept. 22804
Dallas, TX 75320-2228

Gardere Wynne Sewell LLP
Mr. Steven S. Camp
1601 Elm Street, Suite 3000
Dallas, TX 75201-4757

Hudnall Graphic Design
4212 41st St
Lubbock, TX 79413-2910

INTERNAL REVENUE SERVICE
1100 COMMERCE STREET
DALLAS TX 75242-1100
MC5027DAL

(p) INTERNAL REVENUE SERVICE
CENTRALIZED INSOLVENCY OPERATIONS
PO BOX 21126
PHILADELPHIA PA 19114-0326

KAMC 28
7403 S University
Lubbock, TX 79423-1424

KRFB Radio Inc.
6602 Martin Luther King Blvd.
Lubbock, TX 79404

LabelOne Connect, Inc.
7778 SW Nimbus Ave. Bldg. 10
Beaverton, OR 97008-6423

Lubbock Avalanche Journal
P.O. Box 491
Lubbock, TX 79408-0491

Lubbock Central Appraisal District
P.O. Box 10568
Lubbock, TX 79408-3568

Lubbock Central Appraisal District
c/o Laura J. Monroe
Perdue, Brandon, Fielder, Collins & Mott
PO Box 817
Lubbock, TX 79408-0817

Lubbock County Tax Assessor
916 Main St., Ste. 102
P.O. Box 10536
Lubbock, TX 79408-3536

Lubbock Electric Co.
1108 34th Street
Lubbock, TX 79411-2731

M.W. Periscope, Inc.
2025 Royal Ln., Suite 310
Dallas, TX 75229-3229

Mankas Hills Vineyards MGR Partners, LLC
1793 Rockville Road
Fairfield, CA 94534-1485

Matthew J. Mussalli
9595 Six Pines Drive, Suite 8210
The Woodlands, TX 77380-1642

McCleskey, Harriger, Brazil and Graf, L.L.P.
P.O. Box 6170
Lubbock, TX 79493-6170

McCleskey, Harriger, Brazill & Graf
CO Tommy Swann
P.O. Box 6170
Lubbock, TX 79493-6170

Midtown Printing & Graphics
1602 Texas Ave.
Lubbock, TX 79401-5141

Names and Numbers
P.O. Box 1479
Pittsburg, KS 66762-1479

Oiler Engineering, Inc.
2517 74th
Lubbock, TX 79423-1405

Outsource Lease, Inc.
8004 Indiana Avenue, B-12
Lubbock, TX 79423-2044

Oxbridge Capital Group, LLC
805 3rd Avenue, 17th Floor
New York, NY 10022-7550

Peroni Falvio Enologo Viale Europa
3-37024 Negrar
Italy

Phillip Anderson
408 E Woodrow Rd.
Lubbock, TX 79423-7809

Phillip Anderson
5809 90th St
Lubbock, TX 79424-3626

PlainsCapital Bank
Mr. J. Bart Bearden
2911 Turtle Creek Blvd. Suite 1300
Dallas, TX 75219-6257

Poka Lambro Communications
P.O. Box 550
Tahoka, TX 79373-0550

Popp, Gray and Hutcheson, LLP
Four Barton Skyway
1301 South Mopac, Ste. 430
Austin, TX 78746-6919

Prospice Networks
P.O. Box 64805
Lubbock, TX 79464-4805

Retail Merchant's Association
902 Avenue J
Lubbock, Texas 79401-2719

Schneider Vineyard
2829 W. Dry Creek Road
Healdsburg, CA 95448

Shop Across Texas
5944 Luther Lane, Suite 800
Dallas, TX 75225-5920

South Plains Electric Cooperative, Inc.
P.O. Box 1830
Lubbock, TX 79408-1830

South Plains Reproduction
8810 Urbana Ave.
Lubbock, TX 79424

South Plains Telephone Cooperative
P.O. Box 1379
Lubbock, TX 79408-1379

Spoil Me Rotten Party Rentals
124 E Broadway
Lubbock, 79403-4915

Sue Johnson's Business Service
P.O. Box 6400
Lubbock, TX 79493-6400

Texas Alcohol Beverage Commission
License and Permits Division
P.O. Box 13127
Austin, TX 78711-3127

Texas Commission on Environmental Quality
P.O. Box 13089
Austin, TX 78711-3089

Texas Department of State Health Services
P.O. Box 12008
Austin, TX 78711-2008

Texas Deputy Magazine
1304 Langham Creek Dr., Suite 324
Houston, TX 77084-5043

Texas Workforce Commission
TEC Building - Bankruptcy
101 E. 15th Street
Austin, TX 78778-0001

The CBE Group Inc.
131 Tower Park Dr. Suite 100
Waterloo, IA 50701-9588

TraceAnalysis, Inc.
6701 Aberdeen Ave., Suite 9
Lubbock, TX 79424-1501

Underwood, Wilson, Berry, Stein & Johnson
Amarillo, TX 79105

United States Attorney
1205 Texas Avenue, 7th Floor
Lubbock, TX 79401-4037

Vitro Packaging, Inc.
P.O. Box 911431
Dallas, TX 75391-1431

Vulcan Capital, LLC
Attn: Kevin C. Davis
150 East 52nd Street, 11th Floor
New York, NY 10022-6017

WS Packaging Group, Inc.
1102 Jefferson St.
P.O. Box 127
Algoma, WI 54201-0127

WS Packaging Group, Inc.
2571 S. Hemlock Rd.
Green Bay, WI 54229-9508

Wilkerson Storage Company
P.O. Box 2525
Lubbock, TX 79408-2525

William P. Lane
McCleskey, Harriger, Brazil & Graf, LLC
P.O. Box 6170
Lubbock, TX 79493-6170

Willis of Tennessee, Inc.
P.O. Box 905643
Charlotte, NC 28290-5643

Worldwide Express
2828 Routh Street, Ste. 400
Dallas, TX 75201-1437

Harold Houston Pigg
Law Offices of Harold H. Pigg
PO Box 6887
Lubbock, TX 79493-6887

Max R. Tarbox
McWhorter, Cobb & Johnson, LLP
1722 Broadway
P.O. Box 2547
Lubbock, TX 79408-2547

UST U.S. Trustee
1100 Commerce Street
Room 976
Dallas, TX 75242-1011

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Internal Revenue Service
Special Procedures, Insolvency
P.O. Box 21126
Philadelphia, PA 19114

Addresses marked (c) above for the following entity/entities were corrected
as required by the USPS Locatable Address Conversion System (LACS).

Bobby Cox
Rt. 3, Box 187J
Lubbock, Texas 79403

End of Label Matrix	
Mailable recipients	92
Bypassed recipients	0
Total	92